

EXHIBIT B

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16 UNITED STATES DISTRICT COURT
17 CENTRAL DISTRICT OF CALIFORNIA
18 SOUTHERN DIVISION

19
20 MIDDLESEX RETIREMENT
SYSTEM, on behalf of itself and all
21 others similarly situated,

22 Plaintiff,

23 v.

24 QUEST SOFTWARE, INC.,
VINCENT C. SMITH, M. BRINKLEY
25 MORSE, MICHAEL J. LAMBERT,
DOUGLAS F. GARN, DAVID M.
26 DOYLE, JERRY MURDOCK, JR.,
and KEVIN BROOKS,

27 Defendants.
28

Case No.: 06-06863-DOC(RNBx)

CLASS ACTION

**SECOND AMENDED
COMPLAINT**

JURY TRIAL DEMANDED

COUNT III

AGAINST DEFENDANTS SMITH, BROOKS, GARN, DOYLE, AND

MURDOCK FOR VIOLATION OF

§20A OF THE EXCHANGE ACT

242. Lead Plaintiff repeats and realleges each and every allegation above, as if set forth in full herein.

243. This claim is brought pursuant to §20A of the Exchange Act on behalf of Class members who purchased Quest stock contemporaneously with sales by defendants Smith, Brooks, Garn, Doyle, and Murdock, who sold, at least, 2,744,737 shares of their Quest stock during the Class Period for proceeds of, at a minimum, \$38,547,581.72.

244. As heretofore alleged, defendants sold Quest common stock on the open market while in the possession of the material, adverse non-public information set forth above.

245. These defendants, while in the possession of the material, adverse non-public information set forth above, sold Quest common stock while Class members, including Lead Plaintiff, contemporaneously purchased Quest common stock of the same class sold by these defendants.

246. Specifically, Lead Plaintiff's purchases during the Class Period were as follows:

<u>Transaction</u>	<u>Date</u>	<u>Quantity</u>	<u>Price</u>	<u>Amount</u>
Purchase	11/28/05	27668	\$15.58	\$430,971
Purchase	11/29/05	6482	\$15.64	\$101,383
Purchase	12/16/05	500	\$14.74	\$7,368
Purchase	12/16/05	1400	\$14.89	\$20,844
Purchase	12/16/05	500	\$14.48	\$7,242
Purchase	12/16/05	2000	\$14.91	\$29,821
Purchase	12/19/05	2500	\$14.99	\$37,474
Purchase	12/20/05	2239	\$15.06	\$33,726
Purchase	12/27/05	6852	\$15.15	\$103,812
Purchase	01/24/06	6777	\$15.94	\$108,032
Purchase	01/30/06	9000	\$16.60	\$149,392
Purchase	05/05/06	8363	\$18.04	\$150,868

1 247. Lead Plaintiff purchased 6,777 shares on January 24, 2006, the same day
2 Smith sold 10,000 shares. Lead Plaintiff purchased 4,400 shares on December 16,
3 2005, within eight days from when Garn sold 15,000 shares. Lead Plaintiff also
4 purchased 27,668 shares within three days of Brooks' sale of 2,500 shares on
5 November 25, 2005.

6 248. By virtue of the conduct alleged above, defendants Smith, Brooks,
7 Doyle, Garn, and Murdock have violated §20A of the Exchange Act and are liable to
8 the Class for the substantial damages that they suffered.

9 **WHEREFORE**, Lead Plaintiff, on its own behalf and on behalf of the other
10 members of the Class, demands judgment against the defendants as follows:

11 A. Determining that this action is properly maintainable as a class action
12 pursuant to Rule 23 of the Federal Rules of Civil Procedure;

13 B. Certifying Lead Plaintiff as the Class representative and its counsel as
14 Class Counsel;

15 C. Declaring and determining that defendants violated the federal securities
16 laws by reason of their conduct as alleged herein;

17 D. Awarding monetary damages against all defendants, jointly and
18 severally, in favor of Lead Plaintiff and the other members of the Class for all losses
19 and damages suffered as a result of the acts and transactions complained of herein,
20 together with prejudgment interest from the date of the wrongs to the date of the
21 judgment herein;

22 E. Awarding Lead Plaintiff the costs, expenses, and disbursements incurred
23 in this action, including reasonable attorneys' and experts' fees; and

24 F. Awarding Lead Plaintiff and the other members of the Class such other
25 and further relief as the Court may deem just and proper in light of all the
26 circumstances of this case.

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